



PATENT
DOCKET NO.: 35194.00.9008

**COMBINED DECLARATION AND
POWER OF ATTORNEY FOR PATENT APPLICATION**

As below-named inventor, I hereby declare that:

My residence, post office address and citizenship is as stated below next to my name.

I believe I am the original, first inventor of the subject matter which is claimed and for which a patent is sought on the invention entitled:

“TRANSACTIONAL PROCESSING SYSTEM”

the specification of which is filed concurrently herewith, and identified by Attorney Docket No. 35194.00.9008.

I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendments referred to above.

I acknowledge the duty to disclose information which is material to the examination and patentability of this application in accordance with Title 37, Code of Federal Regulations, Section 1.56(a).

I hereby claim foreign priority benefits under Title 35, United States Code, Section 119 of any foreign application(s) for patent or inventors' certificate listed below and have also identified below any foreign application for patent or inventor's certificate having a filing date before that of the application on which priority is claimed: NONE

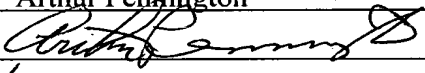
I hereby claim the benefit under Title 35, United States Code, Section 120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code, Section 112, I acknowledge the duty to disclose material information as defined in Title 37, Code of Federal Regulations, Section 1.56(a) which occurred between the filing date of the prior application and the national or PCT international filing date of this application: Provisional Patent Application No. 60/404,648; Filed August 20, 2002.

I hereby appoint Angelo J. Bufalino, 29,622, Robert S. Beiser, Reg. No. 28,287; James T. FitzGibbon, Reg. No. 20,592, Ludwig E. Kolman, Reg. No. 32,473, Joseph P. Krause, Reg. No. 32,578, Richard A. Zachar, Reg. No. 25,560, Christopher J. Reckamp, Reg. No. 34,414, Mark A. Dalla Valle, Reg. No. 34,147, Michael J. Turgeon, Reg. No. 39,404,

Timothy J. Bechen, Reg. No. 48,126; Brent A. Boyd, Reg. No. 51,020; and Themis Anagnos, Reg. No. 47,388, as our attorneys with full power of substitution and revocation, to prosecute this application and to transact all business in the Patent and Trademark Office in connection therewith. Address all correspondence to:

Robert S. Beiser, Esq.
VEDDER, PRICE, KAUFMAN & KAMMHOLZ, P.C.
222 North LaSalle Street, 24th Floor
Chicago, Illinois 60601

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of inventor: Arthur Pennington
Inventor's Signature: 
Date: 10/29/03
Residence: 594 Forestway Drive
Citizenship: U.S.
Post Office Address: Buffalo Grove, Illinois 60089

COUNTY OF Cook)

I, Laura E. Rivera, a Notary Public in and for the county and state aforesaid, do hereby certify that Arthur Pennington, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he signed, sealed and delivered the said instrument as his free and voluntary act for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal, this 29th day of October, 2003.

Laura C. Quinn
Notary Public

My Commission Expires:

10/20/07



ASSIGNMENT

WHEREAS, Arthur Pennington, of 594 Forestway Drive, Buffalo Grove, Illinois 60089, hereinafter called the "Assignor," has made new and useful inventions and improvements in

TRANSACTIONAL PROCESSING SYSTEM

for a full description of which reference is hereby made to an application for Utility Letters Patent of the United States, executed on July 9, 2003 by said Assignor, the specification of which as filed with the U.S. Patent and Trademark Office on July 9, 2003 and assigned Serial No. 10/615,958;

WHEREAS, The Softlife Corporation, an Illinois corporation, organized and existing under the laws of the State of Illinois, having a place of business at 3175 Commercial Avenue, Suite 209, Northbrook, Illinois 60062, hereinafter called the "Assignee," is desirous of acquiring the entire right, title and interest in and to said invention, to the application above identified, and in, to and under Utility Letters Patent which may be obtained for said invention, and to other applications or patents covering said inventions, as hereinafter more fully set forth;

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, be it known that, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged by said Assignor, the Assignor has sold, assigned, and transferred, and by these presents does sell, assign, and transfer unto the said Assignee, the entire right, title and interest for the United States in and to the invention and application hereinabove identified, and any Letters Patent of the United States that may issue for said invention, together with the entire right, title and interest in and to said invention and applications for Utility Letters Patent and Letters Patent therefor in all countries foreign to the United States, including the right to claim priority under the

International Convention for the Protection of Industrial Property and other agreements and treaties of like purpose; to have and to hold for the sole and exclusive use and benefit of the said Assignee, its successors and assigns, to the full end of the term or terms for which any and all of said Utility Letters Patent for said invention may issue.

And the Assignor does hereby covenant and agree, for themselves and their legal representatives, that they will assist their said Assignee in the prosecution of any of the applications herein referred to; in the making and prosecution of any other applications for Utility Letters Patent that the said Assignee may elect to make covering the invention herein referred to, including any divisional, continuation, or continuation-in-part application; or any application to reissue any patent referred to herein; in vesting in the said Assignee exclusive title in and to all applications and Utility Letters Patent referred to herein; and in the prosecution of any interference or infringement action which may arise involving said invention or any claim thereto or thereunder, or any application or Letters Patent herein referred to; and they will execute and deliver to the said Assignee any and all additional papers which may be requested by said Assignee to vest title in said Assignee in the United States and in countries foreign thereto, and will otherwise fully carry out the terms of this agreement.

And the Commissioner of Patents and Trademarks is hereby authorized and requested to issue Utility Letters Patent to the said Assignee in accordance with the terms of this assignment.

IN TESTIMONY WHEREOF, the said Assignor has hereunto set his hand
and affixed his seal.

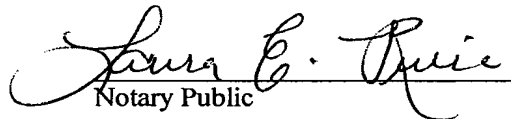
Date: 10/29/03


Arthur Pennington

STATE OF ILLINOIS)
COUNTY OF Cook) SS

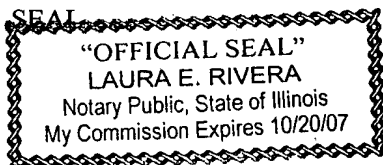
I, Laura E. Rivera, a Notary Public in and for the county
and state aforesaid, do hereby certify that Arthur Pennington, personally known to me to be
the same person whose name is subscribed to the foregoing instrument, appeared before me
this day in person and acknowledged that he signed, sealed and delivered the said instrument
as his free and voluntary act for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal, this
29th day of October, 2003.


Notary Public

My Commission Expires:

10/20/07



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